

**Response to Question 43**  
**Nature of Application**  
**and Request for Expedited Treatment**

AfriSpace Debtor-in-Possession (“AfriSpace DIP”) seeks approval from the Federal Communications Commission (“FCC” or “Commission”) for the assignment of two geostationary space station authorizations, AfriStar-1 and AfriStar-2, identified by call signs S2367 and S2666 (the “Authorizations”) from AfriSpace DIP to Yazmi USA LLC (“Yazmi”), a Maryland limited liability company which is wholly-owned by individual Noah A. Samara, a United States citizen.

The Authorizations for the AfriStar-1 and AfriStar-2 satellites were initially granted to AfriSpace, Inc. (“AfriSpace”) on December 17, 1999 (IBFS File Nos. SAT-LOA-19900723-00002 and SAT-AMD-19990125-00016), and January 3, 2006 (IBFS File No. SAT-LOA-20050311-00061), respectively. On October 17, 2008, AfriSpace, along with its United States affiliates, WorldSpace, Inc. (“WorldSpace”) and WorldSpace Systems Corp., filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court in Delaware (the “Bankruptcy Court”) (Case Nos. 08-12412 through 08-12414). In connection with that filing, AfriSpace sought and received the Commission’s consent to the assignment of the above-referenced Authorizations to AfriSpace DIP (IBFS File No. SAT-ASG-20081107-00213).

During the pendency of its bankruptcy, WorldSpace’s creditors entered into an asset purchase agreement (“APA”) with Yenura Pte. Ltd. (“Yenura”), which was approved by the Bankruptcy Court. The Yenura APA was terminated on August 27, 2009. This proposed transaction was the subject of a Commission filing, which has since been withdrawn.<sup>1</sup> The sole and controlling member of Yazmi, Noah A. Samara, was a principal of Yenura at the time that it entered into the APA, and also is the former Chairman and Chief Executive Officer of WorldSpace.

On September 2, 2009, after the Yenura APA had been terminated, an affiliate of Liberty Satellite Radio, Inc. (“Liberty”) purchased the claims of the previous lenders, including the DIP financing and the previous holders of WorldSpace’s prepetition secured notes. The Liberty affiliate then assigned its rights with respect to WorldSpace to Liberty. Liberty then began the process of negotiating an APA to acquire the WorldSpace assets. After providing bridge financing of approximately \$7.3 million to cover critical WorldSpace operating expenses, Liberty terminated its negotiations with WorldSpace on March 12, 2010. After Liberty terminated the APA negotiations, WorldSpace filed with the Bankruptcy Court an Emergency Motion of the Debtors for An Order (A) Approving Plan To De-Orbit AfriStar and AsiaStar Satellites Or, In The Alternative, (B) Either, (1) Selling Assets Pursuant To Section 363 Of The Bankruptcy Code Or (2) Abandoning Assets Pursuant To Section 554 Of The Bankruptcy Code

---

<sup>1</sup> See IBFS File No. SAT-ASG-20090415-00044.

(the “De-Orbit Motion”).<sup>2</sup> The De-Orbit Motion was granted by the Bankruptcy Court on March 24, 2010.<sup>3</sup> The De-Orbit Motion also indicated that WorldSpace may have a preference for a sale rather than a de-orbiting.

After the grant of the De-Orbit Motion, a number of parties that previously had expressed interest in the WorldSpace assets once again approached the company about a possible acquisition. After considering various offers, WorldSpace invited two potential buyers to submit best and final offers, which each did on May 4, 2010. On May 5, 2010, the WorldSpace board met to consider the two bids, and determined that the Yazmi bid was superior due to, among other considerations: (i) the higher purchase price (\$5.5 million); (ii) interim funding of certain WorldSpace operating expenses; (iii) Yazmi’s demonstration that it had sufficient funds to pay the purchase price; and (iv) Yazmi’s intent to pay the full \$5.5 million purchase price at a closing promptly following the Bankruptcy Court’s issuance of a sale order.<sup>4</sup> On June 2, 2010 the Bankruptcy Court granted its approval of the sale of WorldSpace assets to Yazmi, subject to appropriate regulatory approvals.

As further described below, in this application AfriSpace DIP seeks Commission consent to assign the licenses to the successful bidder in the bankruptcy auction of which Mr. Noah A. Samara is the controlling member.

## **I. DESCRIPTION OF THE TRANSACTION**

On June 2, 2010, the Bankruptcy Court ruled that Mr. Samara was the successful bidder for substantially all the assets of WorldSpace DIP (including the satellite Authorizations held by AfriSpace DIP) through Yazmi, a limited liability company in which Mr. Samara, as Yazmi’s sole member and Managing Member, holds a 100% controlling interest. Mr. Samara founded WorldSpace in 1990, and controlled the company from that point until its 2008 bankruptcy. Accordingly, Mr. Samara and his qualifications to hold FCC licenses are well-known to the Commission.

As the sole member and Managing Member of Yazmi, Mr. Samara has the legal authority to appoint the members of the Yazmi Board of Managers. Currently, Mr. Samara is the sole representative on the Yazmi Board of Managers. Transfer of control of WorldSpace to Yazmi is

---

<sup>2</sup> *WorldSpace, Inc., et al.*, Docket No. 939, Emergency Motion of the Debtors for An Order (A) Approving Plan To De-Orbit AfriStar and AsiaStar Satellites Or, In The Alternative, (B) Either, (1) Selling Assets Pursuant To Section 363 Of The Bankruptcy Code Or (2) Abandoning Assets Pursuant To Section 554 Of The Bankruptcy Code (Mar. 16, 2010).

<sup>3</sup> Docket No. 962.

<sup>4</sup> In the event that the Commissions declines to approve the proposed assignment of the WorldSpace assets to Yazmi, and thus the Yazmi APA should fail to close, Yazmi has made available to WorldSpace \$100,000 to cover the costs of de-orbiting the WorldSpace satellites.

expressly conditioned upon receipt of Commission consent to the assignments which are the subject of this filing.

## **II. REQUEST FOR EXPEDITED TREATMENT**

WorldSpace respectfully requests expedited treatment of this application, as the assignment of the licenses is contingent on Commission approval of the proposed assignment. Expedited consideration of the application will enable Mr. Samara to regain control of AfriSpace's and WorldSpace's assets, enhancing the probability of a successful resolution of the underlying bankruptcy and enabling the continued provision of service to their customers.

## **III. CONCLUSION**

As described above, WorldSpace respectfully requests Commission consent to the instant assignment application. Further, the parties are requesting expedited consideration of this application.